

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. Contract ID Code Firm-Fixed-Price	Page 1 Of 9				
2. Amendment/Modification No. 13		3. Effective Date 2007MAY07		4. Requisition/Purchase Req No. SEE SCHEDULE		5. Project No. (If applicable)			
6. Issued By U.S. ARMY TACOM LCMC AMSTA-AQ-AHLA CATHERINE MILLER (586)574-8391 WARREN, MICHIGAN 48397-5000 HTTP://CONTRACTING.TACOM.ARMY.MIL WEAPON SYSTEM: WPN SYS: MM EMAIL: CATHERINE.E.MILLER@US.ARMY.MIL		Code W56HZV	7. Administered By (If other than Item 6) DCMA CENTRAL PENNSYLVANIA - YORK PO BOX 15512 YORK PA 17405-1512				Code S4201A		
				SCD C		PAS NONE		ADP PT HQ0337	
8. Name And Address Of Contractor (No., Street, City, County, State and Zip Code) BAE SYSTEMS LAND & ARMAMENTS INC. 1100 BAIRS RD YORK, PA 17405-1512				<input type="checkbox"/>		9A. Amendment Of Solicitation No.			
				<input type="checkbox"/>		9B. Dated (See Item 11)			
				<input checked="" type="checkbox"/>		10A. Modification Of Contract/Order No. W56HZV-05-G-0005/0005			
TYPE BUSINESS: Large Business Performing in U.S.				<input type="checkbox"/>		10B. Dated (See Item 13) 2005DEC14			
Code 06085		Facility Code							

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers	
<input type="checkbox"/> is extended, <input type="checkbox"/> is not extended.	
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing items 8 and 15, and returning _____ copies of the amendments: (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.	
12. Accounting And Appropriation Data (If required) NO CHANGE TO OBLIGATION DATA	

13. THIS ITEM ONLY APPLIES TO MODIFICATIONS OF CONTRACTS/ORDERS

KIND MOD CODE: G

It Modifies The Contract/Order No. As Described In Item 14.

<input type="checkbox"/>	A. This Change Order is Issued Pursuant To: The Contract/Order No. In Item 10A.	The Changes Set Forth In Item 14 Are Made In
<input type="checkbox"/>	B. The Above Numbered Contract/Order Is Modified To Reflect The Administrative Changes (such as changes in paying office, appropriation data, etc.) Set Forth In Item 14, Pursuant To The Authority of FAR 43.103(b).	
<input checked="" type="checkbox"/>	C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of: MUTUAL AGREEMENT OF THE PARTIES	
<input type="checkbox"/>	D. Other (Specify type of modification and authority)	

E. IMPORTANT: Contractor ☐ is not, ☒ is required to sign this document and return _____ copies to the Issuing Office.

14. Description Of Amendment/Modification (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

SEE SECOND PAGE FOR DESCRIPTION

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. Name And Title Of Signer (Type or print)		16A. Name And Title Of Contracting Officer (Type or print) DENISE MIKA DENISE.MIKA@US.ARMY.MIL (586)574-7076	
15B. Contractor/Offeror _____ (Signature of person authorized to sign)	15C. Date Signed	16B. United States Of America By _____ /SIGNED/ (Signature of Contracting Officer)	16C. Date Signed 2007MAY07

NSN 7540-01-152-8070

PREVIOUS EDITIONS UNUSABLE

30-105-02

STANDARD FORM 30 (REV. 10-83)

Prescribed by GSA FAR (48 CFR) 53.243

CONTINUATION SHEET	Reference No. of Document Being Continued PIIN/SIIN W56HZV-05-G-0005/0005 MOD/AMD 13	Page 2 of 9
Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.		

SECTION A - SUPPLEMENTAL INFORMATION

W56HZV-05-G-0005, Order 0005
Modification 13

Previous Order Amount: \$283,446,892.62
Amount of this Modification: -0-
Total Contract Amount: \$283,446,892.62

1. The purpose of this Modification 13 to Order 0005 on Basic Ordering Agreement W56HZV-05-G-0005 is as follows:
- a. To change the delivery schedule and/or destinations for CLINs 0002AA, 0006AA, 0009AA as noted below. Section B, Section F, and Section J, Exhibit B are revised to reflect this change.

<u>DATE</u>	<u>CLIN/ELIN</u>	<u>Previous QTY</u>	<u>New QTY</u>	<u>Previous Location</u>	<u>New Location</u>
31 Aug 07	0002AA/B002	16	12	2 - BAE Santa Clara; 14 - Ft Bragg, NC	2 - BAE Santa Clara; 10 - Ft Bragg, NC
31 Dec 07	0002AA/B002	0	4	N/A	Ft Bragg, NC
31 May 07	0006AA/B006	24	Unchanged	8 - Ft Riley, KS; 1 - APG; 15 - Ft Bragg, NC	3 - Ft Riley, KS; 5 - Ft Hood (final dest. Ft Carson); 1 - APG; 15 - Ft Bragg, NC
31 Jul 07	0009AA/B009	20	Unchanged	3 - Ft Bragg, NC; 17 - Ft Hood	6 - Ft Bragg, NC; 14 - Ft Hood (final dest. Ft Carson)
31 Aug 07	0009AA/B009	3	Unchanged	2 - Ft Hood; 1 - BAE Santa Clara	2 - Ft Bragg, NC; 1 - BAE Santa Clara

- b. The delivery schedules for the Blue Force Tracking Mounting Provisions under CLIN 0004AA/ELIN B004 and Fleet Standard Modifications under CLIN 0005AA/ELIN B005, which are delivered concurrently with the vehicles under CLIN 0002AA/ELIN B002, are changed to reflect the delivery schedule change in 1.a. Section B, Section F and Section J, Exhibit B are revised to reflect this change.
2. The Contractor hereby remises, releases and discharges the Government from all civil liabilities, obligations,claims,appeals, and demands which are based on the incorporation of the above referenced changes into the contract, whether administrative or judicial,legal or equitable, or direct or indirect.
3. There is no change to the total contract amount as a result of this modification.
4. All terms and conditions not addressed by this modification remain unchanged and in full force and effect.

*** END OF NARRATIVE A 0016 ***

Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0002AA	<div>SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS</div> <div>SERVICES LINE ITEM</div> <div>NOUN: RESET 55 M3A2 ODS VEHICLES PRON: EH6RS588EH PRON AMD: 02 ACRN: AA AMS CD: 123207NC000</div> <div>Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin</div> <div>Deliveries or Performance DLVR SCH PERFORM COMPL REL CD QUANTITY DATE 001 0 31-DEC-2007</div> <div>\$ 33,763,145.90</div> <div>Unit price = \$613,875.38/ELIN B002</div> <div>(End of narrative F001)</div>				\$ 33,763,145.90

Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0004AA	<div>SERVICES LINE ITEM</div> <div>NOUN: BFT MOUNTING PROVISIONS/RESET PRON: 7266F21272 PRON AMD: 02 ACRN: AB AMS CD: 31201678009</div> <div>Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin</div> <div>Deliveries or Performance DLVR SCH PERFORM COMPL REL CD QUANTITY DATE 001 0 31-DEC-2007</div> <div>\$ 309,539.45</div> <div>This CLIN is for 361 each BFT Mounting Provisions at a unit price of \$857.45.</div> <div>ELIN B004</div> <div>(End of narrative F001)</div>				\$ 309,539.45

Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0004AB	<div>SERVICES LINE ITEM</div> <div>CLIN CONTRACT TYPE: Firm-Fixed-Price NOUN: BLUE FORCE READY PRON: 7276F21672 PRON AMD: 02 ACRN: AD AMS CD: 31201678009</div> <div>Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin</div> <div>Deliveries or Performance DLVR SCH REL CD QUANTITY DATE 001 0 31-DEC-2007 \$ 92,906.88</div>				\$ 92,906.88

Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0005AA	<div>SERVICES LINE ITEM</div> <div>NOUN: BRADLEY MODS, RESET PRON: 7266F21372 PRON AMD: 02 ACRN: AB AMS CD: 31201678009</div> <div>Inspection and Acceptance INSPECTION: Origin ACCEPTANCE: Origin</div> <div>Deliveries or Performance DLVR SCH PERFORM COMPL REL CD QUANTITY DATE 001 0 31-DEC-2007</div> <div>\$ 5,514,617.95</div> <div>This CLIN is for 361 each Fleet Standard Mods at a unit price of \$15,275.95</div> <div>ELIN B005</div> <div>(End of narrative F001)</div>				\$ 5,514,617.95

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SECTION F - DELIVERIES OR PERFORMANCE

F.1 - FY06 RESET DELIVERY SCHEDULE

<u>CLIN</u>	<u>Quantity</u>	<u>Configuration</u>	<u>Location</u>	<u>DD250 Date</u>
0001AA	1	M2A2 ODS	Ft. Stewart, GA	31 Jul 06
0001AA	27	M2A2 ODS	Ft. Stewart, GA	31 Aug 06
0001AA	18	M2A2 ODS	Ft. Stewart, GA	31 Aug 06*
0001AA	29	M2A2 ODS	Ft. Stewart, GA	30 Sep 06
0001AA	21	M2A2 ODS	Ft. Stewart, GA	31 Oct 06
0001AA	18	M2A2 ODS	Ft. Stewart, GA	31 Oct 06*
0001AA	40	M2A2 ODS	Ft. Stewart, GA	30 Nov 06
0001AA	3	M2A2 ODS	Ft. Stewart, GA	30 Nov 06*
0001AA	1	M2A2 ODS	Ft. Hood, TX	30 Nov 06*
0001AA	8	M2A2 ODS	Ft. Stewart, GA	31 Dec 06
0001AA	1	M2A2 ODS	Ft. Stewart, GA	31 Dec 06*
0001AA	9	M2A2 ODS	ID NG	31 Dec 06
0001AA	11	M2A2 ODS	Ft. Hood, TX	31 Dec 06*
0001AA	29	M2A2 ODS	Ft Riley, KS	28 Feb 07
0001AA	22	M2A2 ODS	Ft Riley, KS	31 Mar 07
0001AA	24	M2A2 ODS	Ft Riley, KS	30 Apr 07

TOTAL CLIN 0001AA: 262

* ODS Vehicles with Strap Kit

0002AA	29	M3A2 ODS	Ft. Stewart, GA	30 Sep 06
0002AA	10	M3A2 ODS	Ft. Stewart, GA	31 Oct 06
0002AA	2	M2A2 ODS	BAE Santa Clara	31 Aug 07#
0002AA	10	M2A2 ODS	Ft Bragg, NC	31 Aug 07#
0002AA	4	M2A2 ODS	Ft Bragg, NC	31 Dec 07#

TOTAL CLIN 0002AA: 55

0003AA	11	M7 BFIST	Ft. Stewart, GA	30 Sep 06
0003AA	11	M7 BFIST	Ft. Stewart, GA	31 Oct 06
0003AA	9	M7 BFIST	Ft. Stewart, GA	30 Nov 06
0003AA	5	M7 BFIST	Ft Riley, KS	30 Apr 07
0003AA	5	M7 BFIST	Ft Riley, KS	31 May 07
0003AA	1	M7 BFIST	Ft Riley, KS	30 Jun 07
0003AA	2	M7 BFIST	Ft Bragg, NC	30 Jun 07

TOTAL CLIN 0003AA: 44

0006AA	11	M2A2 ODS	Ft Riley, KS	30 Apr 07
0006AA	3	M2A2 ODS	Ft Riley, KS	31 May 07
0006AA	5	M2A2 ODS	Ft Hood (final destination Ft Carson)	31 May 07
0006AA	1	M2A2 ODS	APG	31 May 07
0006AA	15	M2A2 ODS	Ft Bragg, NC	31 May 07
0006AA	9	M2A2 ODS	Ft Bragg, NC	30 Jun 07

TOTAL CLIN 0006AA: 44

0009AA	2	M2A2 ODS	APG	30 Jun 07
0009AA	1	M2A2 ODS	YPG	30 Jun 07
0009AA	17	M2A2 ODS	Ft Bragg, NC	30 Jun 07
0009AA	6	M2A2 ODS	Ft Bragg, NC	31 Jul 07
0009AA	14	M2A2 ODS	Ft Hood (final destination Ft Carson)	31 Jul 07
0009AA	2	M2A2 ODS	Ft Bragg, NC	31 Aug 07
0009AA	1	M2A2 ODS	BAE Santa Clara	31 Aug 07

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TOTAL CLIN 0009AA: 43

*Vehicles with ODS Strap Kit
Modification 11 changed these 16 vehicles from M3A2 ODS vehicles to M2A2 ODS vehicles

F.2 VEHICLE FIELDINGS - DD250

F.2.1 FY06 RESET vehicles have been negotiated to be fielded in accordance with the schedule included in paragraph F.1, FY06 RESET Delivery Schedule. In the event that these dates are changed through Government direction, and in the absence of any other agreements, the Government will notify BAE Systems where to present completed vehicles to the Government for Acceptance (DD250) IAW with the originally planned dates reflected in paragraph F.1 at the time of the directed change. Requests for exception to this location or date should be accomplished within 30 days of being notified of the changed fielding dates and acceptance location. In the absence of a directed acceptance location, vehicle acceptance shall occur at the site originally intended for DD250 on the originally planned date specified in paragraph F.1. If this is not the date of hand-off to the receiving unit then deprocessing will not occur until the receiving unit is ready to accept the vehicles. If deprocessing is not to be accomplished at the time of DD250, a \$15,000 withhold is applied until deprocessing is completed. In any case, the Contractor shall ensure vehicle is in the same operational readiness status as when DD250 occurred, with no identified deficiencies, and meet all performance requirements upon deprocessing and hand-off to the receiving units. The contractor will bill withholds on a "by-vehicle" incremental basis in a manner mutually acceptable to both parties (e.g. "Blue Cards") once deprocessing has been completed.

F.3 F.O.B. POINTS

F.3.1 The F.O.B. point for all items/services procured under this Order is Destination, unless specifically stated otherwise.

*** END OF NARRATIVE F 0001 ***

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Name of Offeror or Contractor: BAE SYSTEMS LAND & ARMAMENTS INC.

SECTION J - LIST OF ATTACHMENTS

List of Addenda	Title	Date	Number of Pages	Transmitted By
Exhibit B	RESET CLIN STRUCTURE	14-MAR-2006		

RESET CLIN STRUCTURE

<u>ELIN</u>	<u>CLIN</u>	<u>Description</u>	<u>Qty</u>	<u>Delivery Date</u>	<u>Unit Price</u>
B001	0001AA	M2A2 ODS	1	31 Jul 06	\$616,351.60
			27	31 Aug 06	
			18	31 Aug 06*	
			29	30 Sep 06*	
			21	31 Oct 06	
			18	31 Oct 06*	
			40	30 Nov 06	
			4	30 Nov 06*	
			17	31 Dec 06	
			12	31 Dec 06*	
			29	28 Feb 07	
			22	31 Mar 07	
			24	30 Apr 07	
B002	0002AA	M3A2 ODS	29	30 Sep 06	\$613,875.38
			10	31 Oct 06	
			12	31 Aug 07#	
			4	31 Dec 07#	
B003	0003AA	M7 BFIST	11	30 Sep 06	\$595,187.45
			11	31 Oct 06	
			9	30 Nov 06	
			5	30 Apr 07	
			5	31 May 07	
B004	0004AA	BFT Mount Prov	3	30 Jun 07	\$857.45
			1	31 Jul 06	
			45	31 Aug 06	
			69	30 Sep 06	
			60	31 Oct 06	
			53	30 Nov 06	
			29	31 Dec 06	
			29	28 Feb 07	
			22	31 Mar 07	
			29	30 Apr 07	
			5	31 May 07	
			3	30 Jun 07	
			12	31 Aug 07	
			4	31 Dec 07	
B005	0005AA	Fleet Stand Mods	1	31 Jul 06	\$15,275.95
			45	31 Aug 06	
			69	30 Sep 06	
			60	31 Oct 06	
			53	30 Nov 06	
			29	31 Dec 06	
			29	28 Feb 07	
			22	31 Mar 07	
			29	30 Apr 07	
			5	31 May 07	
			3	30 Jun 07	
			12	31 Aug 07	
			4	31 Dec 07	
B006	0006AA	M2A2 ODS	11	30 Apr 07	
			24	31 May 07	
			9	30 Jun 07	

B007	0007AA	BFT Mount Prov	11	30 Apr 07
			24	31 May 07
			9	30 Jun 07
B008	0008AA	Fleet Stand Mods	11	30 Apr 07
			24	31 May 07
			9	30 Jun 07
B009	0009AA	M2A2 ODS	20	30 Jun 07
			20	31 Jul 07
			3	31 Aug 07
B010	0010AA	BFT Mount Prov	20	30 Jun 07
			20	31 Jul 07
			3	31 Aug 07
B011	0011AA	Fleet Stand Mods	20	30 Jun 07
			20	31 Jul 07
			3	31 Aug 07

*ODS Vehicles with Strap Kits

#Modification 11 changed these 16 M3A2 ODS vehicles to 16 M2A2 ODS vehicles

NOTE: The BFT Mounting Provisions and Fleet Standard Mods will be installed on the vehicles and will be delivered with the vehicles.